

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Legacy FSRD, Inc. (f/k/a Fast Radius,
Inc., *et. al*),¹

Debtors.

Chapter 11

Case No. 22-11051 (JKS)

(Jointly Administered)

Related D.I. No. ____

**ORDER (I) APPROVING THE DEBTORS' COMBINED DISCLOSURE STATEMENT
AND PLAN ON AN INTERIM BASIS FOR SOLICITATION PURPOSES ONLY;
(II) ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF
VOTES TO ACCEPT OR REJECT THE COMBINED DISCLOSURE STATEMENT
AND PLAN; (III) APPROVING THE FORM OF BALLOT AND SOLICITATION
PACKAGES; (IV) ESTABLISHING THE VOTING RECORD DATE; (V) SCHEDULING
A COMBINED HEARING FOR FINAL APPROVAL OF THE ADEQUACY OF
DISCLOSURES IN, AND CONFIRMATION OF, THE COMBINED DISCLOSURE
STATEMENT AND PLAN; AND (VI) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")² of the Debtors for entry of an order (the "Interim Approval and Procedures Order," or, as used herein, this "Order"): (a) approving the Combined Disclosure Statement and Plan on an interim basis for solicitation purposes only; (b) establishing procedures for the solicitation and tabulation of votes to accept or reject the Combined Disclosure Statement and Plan, as set forth in **Exhibit 1** to this Order; (c) approving the form of Ballots and Solicitation Packages; (d) establishing the voting record date as **January 10, 2023** (the "Voting Record Date"); (e) scheduling a Combined Hearing; and (f) granting related relief, pursuant to sections 105, 1125, 1126, and 1128 of title 11 of the Bankruptcy Code, Bankruptcy Rules 2002(b), 3016, 3017, 3018, 3020, and 9006, and Local Rule 3017-2; and this Court having jurisdiction over

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Legacy FSRD, Inc. (2788), Legacy FSRD Operations, Inc. (5398), and Legacy FSRD PTE LTD (9511). The location of the Debtors' service address in these chapter 11 cases is 251 Little Falls Drive, Wilmington, Delaware 19808.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Motion being good and sufficient notice thereof; and upon consideration of the Motion, the First Day Declarations, the Combined Disclosure Statement and Plan, and any hearing on the Motion; and this Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors' estates, their creditors and other parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and any objections to the requested relief having been withdrawn or overruled on the merits; and sufficient cause appearing therefor,

THE COURT HEREBY FINDS AS FOLLOWS:

A. Pursuant to the Motion, the following chart sets forth the classes of Claims, their Impairment status and their right to vote:

CLASS	DESIGNATION	IMPAIRMENT	VOTING RIGHTS
<u>Class 1</u>	Other Secured Claims	Unimpaired	Not Entitled to Vote/Deemed to Accept
<u>Class 2</u>	Other Priority Claims	Unimpaired	Not Entitled to Vote/Deemed to Accept
<u>Class 3</u>	SVB Secured Claims	Unimpaired	Not Entitled to Vote/Deemed to Accept
<u>Class 4</u>	SVB Capital Secured Claims	Impaired	Entitled to Vote
<u>Class 5</u>	General Unsecured Claims	Impaired	Entitled to Vote
<u>Class 6</u>	Intercompany Claims & Interests	Unimpaired / Impaired	Not Entitled to Vote
<u>Class 7A</u>	Fast Radius Interests	Impaired	Not Entitled to Vote /Deemed to Reject

<u>Class 7B</u>	Section 510(b) Claims	Impaired	Not Entitled to Vote/Deemed to Reject
-----------------	-----------------------	----------	---

B. The form of Ballots attached hereto as **Exhibits 5-A and 5-B** (i) is consistent with Official Form No. 314; (ii) adequately addresses the particular needs of these chapter 11 cases; (iii) is appropriate for the Voting Classes; and (iv) complies with Bankruptcy Rule 3017(d).

C. Ballots need not be provided to holders of Claims and interests in the Non-Voting Classes, including holders of Claims and interests that are either (i) Unimpaired and are conclusively presumed to have accepted the Combined Disclosure Statement and Plan in accordance with section 1126(f) of the Bankruptcy Code, or (ii) Impaired but will neither retain nor receive any property under the Combined Disclosure Statement and Plan and are thus conclusively presumed to have rejected the Combined Disclosure Statement and Plan in accordance with section 1126(g) of the Bankruptcy Code.

D. The period during which the Debtors may solicit votes to accept or reject the Combined Disclosure Statement and Plan, as established by this Order, provides sufficient time for Claimholders in the Voting Classes to make informed decisions regarding whether to accept or reject the Combined Disclosure Statement and Plan, to opt out of third-party releases, and submit their Ballots in a timely fashion.

E. The Tabulation Procedures governing the solicitation and tabulation of votes to accept or reject the Combined Disclosure Statement and Plan, as set forth on **Exhibit 1** attached hereto and approved herein, provide a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

F. The contents of the Solicitation Package and the procedures for providing notice of the Combined Hearing and the other matters set forth in the Combined Hearing Notice comply

with Bankruptcy Rules 2002 and 3017, and Local Rule 3017-2, and, under the circumstances, constitute sufficient notice to all interested parties in accordance with Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Combined Disclosure Statement and Plan is approved on an interim basis for solicitation purposes under section 1125 of the Bankruptcy Code, Bankruptcy Rule 3017, and Local Rule 3017-2. Any objections to the adequacy of information contained in the Combined Disclosure Statement and Plan on a final basis are expressly reserved for consideration at the Combined Hearing.
3. The schedule of events set forth below relating to approval and confirmation of the Combined Disclosure Statement and Plan is hereby approved in its entirety, and the Court hereby finds the following schedule is appropriate under the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules:

DEADLINE / HEARING	DATE
Voting Record Date	January 10, 2023
Date Solicitation Will Commence	January 17, 2023
Deadline to File Rule 3018 Motions	January 31, 2023 at 4:00 p.m. (ET)
Deadline to Object to Rule 3018 Motions	February 7, 2023 at 4:00 p.m. (ET)
Claims Objection Deadline ³	February 7, 2023 at 4:00 p.m. (ET)
Plan Supplement	February 7, 2023
Voting Deadline	February 14, 2023 at 4:00 p.m. (ET)

³ As defined in the Tabulation Procedures (defined below).

Deadline to Object to Confirmation and Final Approval of Adequacy of Information	February 14, 2023 at 4:00 p.m. (ET)
Deadline to File Confirmation Brief	February 17, 2023
Deadline to File Voting Report	February 17, 2023
Combined Hearing	February 22, 2023 at 10:30 a.m. (ET)

4. The Combined Hearing is hereby scheduled for **February 22, 2023 at 10:30 a.m. (ET)**. The Combined Hearing may be continued from time to time without further notice other than the announcement by the Debtors of the adjourned date(s) at the Combined Hearing or any continued hearing or as indicated in any notice of agenda of matters scheduled for hearing filed with this Court.

5. Objections to confirmation of the Combined Disclosure Statement and Plan on any ground, including adequacy of the information contained therein, if any, shall (a) be in writing, (b) comply with the Bankruptcy Rules and the Local Rules, and (c) be filed with the this Court and served upon the parties registered to receive notice through the Bankruptcy Court's ECF noticing system, in each case, by no later than **February 14, 2023 at 4:00 p.m. (Eastern Time)**. **Unless an objection is timely filed and served, it may not be considered by this Court at the Combined Hearing.** The Debtors shall file any memorandum of law in support of the adequacy of the information contained in, and Confirmation of, the Combined Disclosure Statement and Plan, including a reply to any objections to the Combined Disclosure Statement and Plan, and any party supporting Confirmation of the Combined Disclosure Statement and Plan shall file any response in support by **February 17, 2023**.

6. The Tabulation Procedures, as set forth in **Exhibit 1** attached hereto, are hereby approved.

7. The Combined Hearing Notice, the Notice of Unimpaired Non-Voting Status, the Notice of Impaired Non-Voting Status and the Publication Notice, substantially in the forms attached hereto as **Exhibits 2, 3A, 3B and 4**, are approved in all respects.

8. The Ballots, substantially in the forms attached hereto as **Exhibits 5-A and 5-B** are approved in all respects.

9. The Debtors shall serve the Combined Hearing Notice on (a) the U.S. Trustee, (b) all entities that are party to executory contracts and unexpired leases with the Debtors, (c) all entities, if any, that are a party to litigation with the Debtors, (d) all current and former employees, directors, and officers (to the extent that contact information for former employees, directors and officers is available in the Debtors' records), (e) all regulatory authorities that regulate the Debtors' businesses, (f) the Office of the Attorney General for the State of Delaware, (g) the Securities and Exchange Commission, (h) the Internal Revenue Service and any other taxing authorities for the jurisdictions in which the Debtors maintain or conduct business, and (i) all parties who filed a request for service of notices under Bankruptcy Rule 2002. The Debtors shall serve or caused to be served a copy of the Combined Hearing Notice upon such parties no later than two Business Days after the entry of this Order.

10. The Debtors shall publish the Publication Notice, substantially in the form attached hereto as **Exhibit 4**, in the *Wall Street Journal*, *The New York Times*, *USA Today*, or another national newspaper of like circulation, no later than five Business Days after entry of this Order or as soon thereafter as practicable.

11. No later than **January 17, 2023**, the Solicitation Packages, containing the following materials, shall be emailed, where possible, or mailed by the Voting Agent to all Claimholders in the Voting Classes: (a) the Combined Hearing Notice; (b) the Combined Disclosure Statement and

Plan; (c) a copy of the Interim Approval and Procedures Order (without **Exhibits 2** through **6**); and (d) an appropriate Ballot.

12. The Debtors shall not be required to transmit Solicitation Packages to Holders of Claims in Classes 1, 2, 3, 6, 7A, and 7B (collectively, the “Non-Voting Classes”) under the Combined Disclosure Statement and Plan. Instead, the Debtors shall cause to be emailed, to the extent possible, or mailed to Holders of Claims and Interests in the Non-Voting Classes a copy of the Notice of Unimpaired Non-Voting Status, substantially in the form attached hereto as **Exhibit 3A**, or a copy of the Notice of Impaired Non-Voting Status, substantially in the form attached hereto as **Exhibit 3B**, as applicable, a Combined Hearing Notice and a copy of the Plan Summary of the Combined Disclosure Statement and Plan substantially in the form attached hereto as **Exhibit 6**.

13. Ballots must be received by the Voting Agent on or before **February 14, 2023 at 4:00 p.m. (Eastern Time)** (the “Voting Deadline”) in accordance with the instructions on the Ballot, unless extended by the Debtors in their discretion in writing, even if the voting period has previously elapsed.

14. The Debtors are authorized and directed to file a Voting Report no later than **February 17, 2023**.

15. If any Holder of a Claim seeks allowance of its Claim for voting purposes or to challenge the allowance of its Claim for voting purposes in accordance with the Tabulation Procedures, such Holder of a Claim must file a motion, pursuant to Bankruptcy Rule 3018, for an order temporarily allowing its Claim or allowing its Claim in a different amount or classification for purposes of voting to accept or reject the Combined Disclosure Statement and Plan (a “Rule 3018 Motion”) and serve the Rule 3018 Motion on the Debtors so that it is received no later than

4:00 p.m. (Eastern Time) on January 31, 2023 (the “Rule 3018 Motion Deadline”). The Debtors (and, with respect to filing a response, any other party in interest) shall then have (a) until **February 7, 2023 at 4:00 p.m. (Eastern Time)** to file and serve any objections to such Rule 3018 Motions and (b) coordinate with this Court to adjudicate and resolve all pending Rule 3018 Motions prior to the Combined Hearing. Any Ballot submitted by a Holder of a Claim that files a Rule 3018 Motion shall be counted solely in accordance with the Tabulation Procedures and the other applicable provisions of this Order unless and until the underlying Claim or Interest is temporarily allowed by this Court for voting purposes in a different amount, after notice and a hearing.

16. Pursuant to Bankruptcy Rule 3017(d), **January 10, 2023**, shall be the Voting Record Date for purposes of determining the Holders of Claims entitled to receive a Ballot to vote to accept or reject the Combined Disclosure Statement and Plan (the “Voting Record Date”).⁴

17. With respect to any transferred Claim, the transferee shall only be entitled to receive and cast a Ballot on account of such transferred Claim if: (a) all actions necessary to effect the transfer of the Claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Voting Record Date (including, without limitation, the passage of any applicable objection period), or (b) the transferee files, no later than the Voting Record Date, (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer, and (ii) a sworn statement of the transferor supporting the validity of the transfer.

18. The Debtors are authorized to make non-substantive and ministerial changes to any documents in the Solicitation Package without further approval of this Court prior to its dissemination, including, without limitation, changes to correct typographical and grammatical

⁴ For the avoidance of doubt, the Voting Record Date is established for voting purposes only and shall not affect who is entitled to receive distributions under the Combined Disclosure Statement and Plan.

errors and to make conforming changes to the Combined Disclosure Statement and Plan and any other materials included in the Solicitation Package prior to their distribution.

19. In accordance with Local Rule 3017-2, objections not made at the time of the hearing on the Motion to the approval of (a) the voting procedures to be utilized, (b) the form of notice to be provided to creditors and interest holders of the Debtors, and (c) the form of ballot which will be provided to creditors and interest holders entitled to vote on the Combined Disclosure Statement and Plan, shall not be considered at the time of the Combined Hearing.

20. This Order shall be immediately effective and enforceable upon its entry.

21. The Debtors are hereby authorized to take all actions they deem necessary to effectuate the relief granted in this Order.

22. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

Dated: January 13th, 2023
Wilmington, Delaware


J. KATE STICKLES
UNITED STATES BANKRUPTCY JUDGE